

THIS DECLARATION OF SUBSTITUTION OF TRUSTEES, Made this 23rd  
 day of January, 1989, by GMAC Mortgage Corporation of PA, Declarant.

WHEREAS, By Deed of Trust dated April 8, 1982 and recorded among the  
 Land Records of Frederick County in Liber No. 1169, folio 20, from Lawrence L.  
 Richards and Carol M. Richards, his wife; Bonnie Whited and James A. Taylor  
 were named as Trustees for the Beneficiary therein, namely Colonial Mortgage  
 Service Company Associates, Inc., said Deed of Trust securing the fee simple  
 property known as 1486 W. Key Parkway, Frederick County, State of Maryland;  
 and

WHEREAS, by assignment of the Deed of Trust Promissory Note, as  
 described in said Deed of Trust, said principal indebtedness secured by said  
 Deed of Trust was assigned to GMAC Mortgage Corporation of PA; and

WHEREAS, the aforesaid Deed of Trust provides inter alia that the  
 holder of the indebtedness secured by said Deed of Trust shall be entitled to  
 substitute Trustees by the recording of an appropriate instrument among the  
 Land Records of the appropriate County; and

WHEREAS, Declarant herein, being the present holder of the  
 indebtedness as hereinabove set forth, desires to substitute F. VERNON BOOZER  
 and EDWARD C. COVAHEY, JR., as Substituted Trustees in the place and stead of  
 Bonnie Whited and James A. Taylor and in the place and stead of any  
 subsequently appointed Substituted Trustees with full powers to them as set  
 forth in said Deed of Trust;

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NOW THEREFORE, this Declaration witnesseth, that the said GMAC  
 Mortgage Corporation of PA, in pursuance of the power and authority vested in  
 it by the said Deed of Trust, does hereby substitute F. VERNON BOOZER and  
 EDWARD C. COVAHEY, JR., as Substituted Trustees in the place and stead of  
 Bonnie Whited and James A. Taylor and in the place and stead of any  
 subsequently appointed Substituted Trustees under that Deed of Trust dated

13.00